

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MARCY WOLF, Individually and On Behalf of) Case No. 1:18-cv-01397-RGA
All Others Similarly Situated,)
)
Plaintiff,)
)
v.)
)
LIEEPOINT HEALTH, INC., WILLIAM F.)
CARPENTER III, KERMIT R. CRAWFORD,)
RICHARD H. EVANS, MICHAEL P. HALEY,)
MARGUERITE W. KONDRACKE, JOHN E.)
MAUPIN, JR., JANA R. SCHREUDER, and)
REED V. TUCKERSON,)
)
Defendants.)

STIPULATION AND [PROPOSED] ORDER OF DISMISSAL

WHEREAS, on September 7, 2018, plaintiff Marcy Wolf (“Plaintiff”) filed a Complaint for Violation of the Securities Exchange Act of 1934 (the “Complaint”) in the above-captioned action (the “Action”) against LifePoint Health, Inc. (“LifePoint” of the “Company”), William F. Carpenter III, Kermit R. Crawford, Richard H. Evans, Michael P. Haley, Marguerite W. Kondracke, John E. Maupin Jr., Jana R. Schreuder, and Reed V. Tuckerson (collectively, “Defendants”);

WHEREAS, the Complaint alleged violations of the Securities Exchange Act of 1934 in connection with the proxy statement filed by Defendants with the United States Securities and Exchange Commission (“SEC”) on August 23, 2018 (the “Proxy Statement”) in connection with the proposed acquisition of LifePoint by affiliates of Apollo Global Management, LLC (the “Transaction”);

WHEREAS, on September 27, 2018, Defendants filed a definitive proxy statement with the SEC that included additional information relating to the Transaction that mooted Plaintiff's claims regarding the sufficiency of the disclosures in the Proxy Statement (the "Mooted Claims");

WHEREAS, Plaintiff's counsel intend to assert a claim for mootness fees and expenses in connection with the Mooted Claims (the "Fee Application"), and seek Court intervention only if the parties cannot resolve Plaintiff's Fee Application;

WHEREAS, Defendants in the Action reserve all rights, arguments, and defenses, including the right to oppose any potential Fee Application;

WHEREAS, no class has been certified in the Action;

WHEREAS, Defendants have denied and continue to deny any wrongdoing and contend that no claim asserted in the Action was ever meritorious;

NOW, THEREFORE, upon consent of the parties and subject to the approval of the Court:

IT IS HEREBY ORDERED this _____ day of _____, 2018 that:

1. Pursuant to Federal Rule of Civil Procedure 41(a)(1)(A)(ii), all claims asserted in the Action are dismissed, with prejudice as to Plaintiff only. All claims on behalf of the putative class are dismissed without prejudice.

2. Notice of this dismissal is not required because the dismissal is with prejudice as to Plaintiff only, and not on behalf of a putative class; no class has been certified in the Action; and the putative class will not be bound by any agreement among the parties.

3. The Court retains jurisdiction of the Action solely for the purpose of determining Plaintiff's anticipated Fee Application, if filed.

4. This Order is entered without prejudice to any right, position, claim, or defense any party may assert with respect to the Fee Application, which includes Defendants' right to oppose the Fee Application.

5. To the extent that the parties are unable to reach an agreement concerning the Fee Application, they may contact the Court regarding a schedule and hearing to present such application to the Court.

6. Upon completion of briefing, the parties shall promptly contact the Court to schedule argument regarding Plaintiff's Fee Application at a time convenient to the Court.

7. If the parties reach an agreement concerning the Fee Application, they shall notify the Court. Upon such notification, the Court will close the Action.

Dated: December 17, 2018

RIGRODSKY & LONG, P.A.

OF COUNSEL:

RM LAW, P.C.

Richard A. Maniskas
1055 Westlakes Drive, Suite 300
Berwyn, PA 19312
(484) 324-6800
rm@maniskas.com

By: /s/ Gina M. Serra

Seth D. Rigrotsky (#3147)
Gina M. Serra (#5387)
300 Delaware Avenue, Suite 1220
Wilmington, DE 19801
(302) 295-5310
sdr@rl-legal.com
gms@rl-legal.com

Attorneys for Plaintiff

Dated: December 17, 2018

RICHARDS, LAYTON & FINGER, P.A.

By: /s/ Katharine L. Mowery

Samuel A. Nolen (#971)

Katharine L. Mowery (#5629)

One Rodney Square

920 N. King Street

Wilmington, DE 19801

(302) 651-7700

nolen@rlf.com

mowery@rlf.com

OF COUNSEL:

WHITE & CASE LLP

Douglas Baumstein

1221 Avenue of the Americas

New York, NY 10020

(212) 819-8200

dbaumstein@whitecase.com

Attorneys for Defendants LifePoint Health, Inc., William F. Carpenter III, Kermit R. Crawford, Richard H. Evans, Michael P. Haley, Marguerite W. Kondracke, John E. Maupin Jr., Jana R. Schreuder, and Reed V. Tuckerson

IT IS SO ORDERED this _____ day of _____, 2018.

UNITED STATES DISTRICT JUDGE